

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NEW YORK

-----X
THE PILLSBURY COMPANY,

Plaintiff,

- against -

UPPER CRUST PRODUCTION COMPANY, INC.
and UPPER CRUST USA INC.,

Defendants.
-----X

: 98-CV-6114
: (CJS)(JWF)

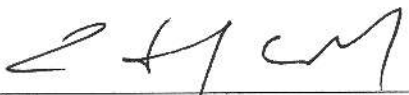
:
: CONSENT TO CHANGE
: ATTORNEYS

IT IS HEREBY CONSENTED that Emery Celli Cuti Brinkerhoff & Abady P.C. be substituted as attorneys of record for defendants Upper Crust Production Company, Inc. and Upper Crust USA, Inc. in the above-entitled action in place and stead of Reiss, Eisenpress & Eisenberg as of the date hereof.

Dated: New York, New York
February 6, 2004

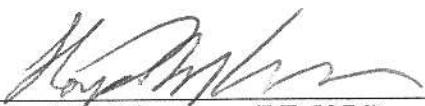
EMERY CELLI CUTI BRINKERHOFF
& ABADY P.C.

By


Andrew G. Celli, Jr. (AG 3598)
Substituting attorneys for defendants
545 Madison Avenue
New York, New York 10022
(212) 763-5000

REISS, EISENPRESS & EISENBERG

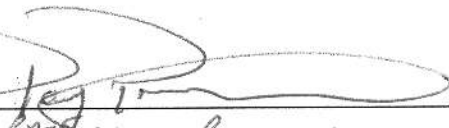
By


Lloyd M. Eisenberg (LE 5376)
Retiring attorneys for defendants
425 Madison Avenue
New York, New York 10017
(212) 753-2424


UPPER CRUST PRODUCTION
COMPANY, INC.

UPPER CRUST USA INC.

By:


Name: PATRICK PROCTOR
Title: VP FINANCE.

By:


Name: PATRICK PROCTOR.
Title: VP FINANCE.

SO ORDERED

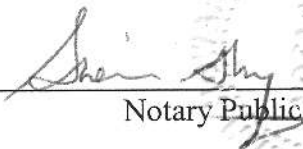

Jonathan W. Feldman
United States Magistrate Judge

4/14/04

ACKNOWLEDGMENTS

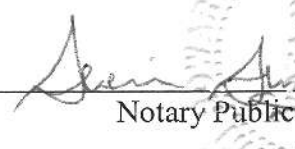
ONTARIO)
: ss.:
CANADA)

On April 7, 2004, before me personally came PATRICK PROCTOR, to me known, who, by me duly sworn, did depose and say that deponent is the VP FINANCE of UPPER CRUST PRODUCTION COMPANY, INC., the corporation described in, and which executed, the foregoing consent to change attorneys, and that deponent signed deponent's name by order of the board of directors of that corporation.


Notary Public

ONTARIO)
: ss.:
CANADA)

On ^AAPRIL 7, 2004, before me personally came PATRICK PROCTOR, to me known, who, by me duly sworn, did depose and say that deponent is the VP FINANCE of UPPER CRUST USA INC., the corporation described in, and which executed, the foregoing consent to change attorneys, and that deponent signed deponent's name by order of the board of directors of that corporation.


Notary Public